

**LAW OFFICES OF  
LOUIS E. GITOMER**

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February 13, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 2816-B FILED

FEB 13 '09 -2 17 PM

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301:

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of February 13, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "B" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Assignee:

Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Suite 700  
Minneapolis, MN 55402

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 125 freight cars numbered TILX 48006-48130, inclusive.

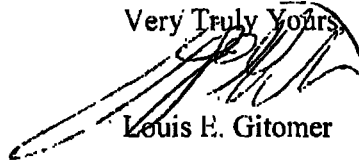
Honorable Anne K. Quinlan  
February 13, 2009  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows:  
Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Wells Fargo Equipment Finance, Inc., 733 Marquette Avenue, Suite 700, Minneapolis, MN 55402, covering 125 freight cars numbered TILX 48006-48130, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to be "L. Gitomer", written over the typed name "Louis E. Gitomer".

Enclosure

RECORDATION NO. 27816-B FILED  
FEB 13 '09 -2 17 PM  
SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of February 11, 2009

between

WELLS FARGO EQUIPMENT FINANCE, INC.  
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on February 11, 2009 at   :  :  .m.

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of February 1<sup>st</sup>, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC. (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Trinity Industries Leasing Company, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 6, 2009, and, pursuant thereto, that certain Schedule No. 90004 dated February 1<sup>st</sup>, 2009 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of June 7, 2005 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.


The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By:   
Name: **Michael A. Underwood**  
Title: **Assistant Vice President**

BANC OF AMERICA LEASING & CAPITAL, LLC

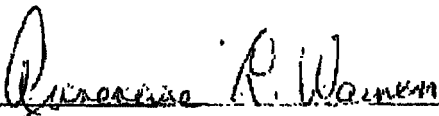
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: \_\_\_\_\_  
Name:  
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name:  
Title:

STATE OF Minnesota )  
 ) ss.  
 COUNTY OF Hennepin )

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of February, 2009, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Michael A. Underwood, who acknowledged himself to be the Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized AVP of said company by signing the name of the company by himself as the AVP.

AS WITNESS my hand and notarial seal.

Michelle E. Larson  
 Notary Public

My commission expires: 1/31/2010



STATE OF MINNESOTA )  
 ) ss.  
 COUNTY OF HENNEPIN )

I HEREBY CERTIFY, that on this \_\_\_\_ day of February, 2009, before me, the undersigned, a Notary Public of the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, who acknowledged himself to be the \_\_\_\_\_ of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
 Notary Public

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of February, 2009, before me, the undersigned, a Notary Public of the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, who acknowledged himself to be the \_\_\_\_\_ of WELLS FARGO EQUIPMENT FINANCE, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_.

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF DORSET )

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of February, 2009, before me, the undersigned, a Notary Public of the State of MASSACHUSETTS, personally appeared ANTONIO L. DIAZ, who acknowledged himself to be the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VICE PRESIDENT of said company by signing the name of the company by himself as the VICE PRESIDENT.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: 12/18/14.



EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX048006	Freight	4,323 cf Long Door OTH Coal Cars
TILX048007	Freight	4,323 cf Long Door OTH Coal Cars
TILX048008	Freight	4,323 cf Long Door OTH Coal Cars
TILX048009	Freight	4,323 cf Long Door OTH Coal Cars
TILX048010	Freight	4,323 cf Long Door OTH Coal Cars
TILX048011	Freight	4,323 cf Long Door OTH Coal Cars
TILX048012	Freight	4,323 cf Long Door OTH Coal Cars
TILX048013	Freight	4,323 cf Long Door OTH Coal Cars
TILX048014	Freight	4,323 cf Long Door OTH Coal Cars
TILX048015	Freight	4,323 cf Long Door OTH Coal Cars
TILX048016	Freight	4,323 cf Long Door OTH Coal Cars
TILX048017	Freight	4,323 cf Long Door OTH Coal Cars
TILX048018	Freight	4,323 cf Long Door OTH Coal Cars
TILX048019	Freight	4,323 cf Long Door OTH Coal Cars
TILX048020	Freight	4,323 cf Long Door OTH Coal Cars
TILX048021	Freight	4,323 cf Long Door OTH Coal Cars
TILX048022	Freight	4,323 cf Long Door OTH Coal Cars
TILX048023	Freight	4,323 cf Long Door OTH Coal Cars
TILX048024	Freight	4,323 cf Long Door OTH Coal Cars
TILX048025	Freight	4,323 cf Long Door OTH Coal Cars
TILX048026	Freight	4,323 cf Long Door OTH Coal Cars
TILX048027	Freight	4,323 cf Long Door OTH Coal Cars
TILX048028	Freight	4,323 cf Long Door OTH Coal Cars
TILX048029	Freight	4,323 cf Long Door OTH Coal Cars
TILX048030	Freight	4,323 cf Long Door OTH Coal Cars
TILX048031	Freight	4,323 cf Long Door OTH Coal Cars
TILX048032	Freight	4,323 cf Long Door OTH Coal Cars
TILX048033	Freight	4,323 cf Long Door OTH Coal Cars
TILX048034	Freight	4,323 cf Long Door OTH Coal Cars
TILX048035	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048039	Freight	4,323 cf Long Door OTH Coal Cars
TILX048040	Freight	4,323 cf Long Door OTH Coal Cars
TILX048041	Freight	4,323 cf Long Door OTH Coal Cars
TILX048042	Freight	4,323 cf Long Door OTH Coal Cars
TILX048043	Freight	4,323 cf Long Door OTH Coal Cars
TILX048044	Freight	4,323 cf Long Door OTH Coal Cars
TILX048045	Freight	4,323 cf Long Door OTH Coal Cars

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TILX048096	Freight	4,323 cf Long Door OTH Coal Cars
TILX048097	Freight	4,323 cf Long Door OTH Coal Cars
TILX048098	Freight	4,323 cf Long Door OTH Coal Cars
TILX048099	Freight	4,323 cf Long Door OTH Coal Cars
TILX048100	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048102	Freight	4,323 cf Long Door OTH Coal Cars
TILX048103	Freight	4,323 cf Long Door OTH Coal Cars
TILX048104	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048106	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048114	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048116	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048118	Freight	4,323 cf Long Door OTH Coal Cars
TILX048119	Freight	4,323 cf Long Door OTH Coal Cars
TILX048120	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048126	Freight	4,323 cf Long Door OTH Coal Cars
TILX048127	Freight	4,323 cf Long Door OTH Coal Cars
TILX048128	Freight	4,323 cf Long Door OTH Coal Cars
TILX048129	Freight	4,323 cf Long Door OTH Coal Cars
TILX048130	Freight	4,323 cf Long Door OTH Coal Cars